



Access to a World of Opportunity

May 5, 2006

Mr. Alex Lightman  
CEO & Chairman  
Innofone, Inc.  
1431 Ocean Ave., Suite 1100  
Santa Monica, CA 90401

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Dear Alex,

We have very much enjoyed our discussions and look forward to beginning more detailed due diligence with respect to a potential \$15 million, and possibly up to \$50 million investment by Cogent Capital Group LLC in Innofone. Upon completion of diligence, we will issue a detailed term sheet. As you know, we typically put a 7-10 day expiration on the term sheet, meaning that it expires if not signed by the issuer within that time frame. Once the term sheet has been signed by the Company, we can usually generate draft documents in 2-4 days. Upon execution of final documents and payment of the escrow fee (\$3,000) we can schedule a closing date. That can be as quick as 2-3 days after execution of final documents.

As you know, we require a \$25,000 payment to begin detailed due diligence. This payment is a non-accountable non-refundable expense allowance. However, if (i.) we are provided with all requested diligence materials including a wire transfer of the payment by May 12<sup>th</sup> as requested in our due diligence check-list (though hopefully this can be provided much sooner given the target time-line) and (ii.) our investment is consummated within the time frame contemplated by the term sheet, the \$25,000 payment will be fully creditable towards the equity swap initial entrance amount. Although payment of the \$25,000 diligence fee and this letter do not represent a commitment to fund or provide capital to Innofone, we very much look forward to working expeditiously together towards that goal.

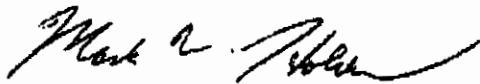
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Our wire instructions are as follows:

Investors Bank & Trust Company  
ABA: 011001438  
Account: 4739633  
Beneficiary: Cogent Capital Group LLC

We are very pleased to have the opportunity to further evaluate an investment in Innofone, and hope that the time we spend together in doing so will be only the first step along the path of a much longer term mutually beneficial relationship.

Sincerely,

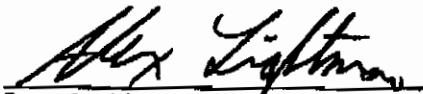


Mark W. Holden  
Senior Principal



Greg Kofford  
Senior Principal

Agreed and Accepted by Innofone, Inc.:



By: Mr. Alex Lightman  
Chief Executive Officer  
Date:

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